

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
(MEMPHIS DIVISION)

IN RE REGIONS MORGAN KEEGAN)
SECURITIES, DERIVATIVE AND ERISA)
LITIGATION)

This document relates to:)

In re Regions Morgan Keegan ERISA Litig.,)
No. 2:08-cv-02192-SHM-dkv)

Case No. 2:09-cv-02009-SHM

**PLAINTIFFS' MOTION FOR FINAL APPROVAL OF CLASS ACTION SETTLEMENT
AGREEMENT, SETTLEMENT SUBCLASS CERTIFICATION AND APPROVAL OF
PLAN OF ALLOCATION**

Named Plaintiffs Gary Shamblin, Terry Hamby, Nancy Jackson, Barbara Williams, Robert Harrison, Caesar L. Smith and James K. Smith, III, and the Representative Customer Plans, including court-appointed trustee *ad Litem* of trust or custodial accounts for the Representative Customer Plans, C. Fred Daniels (who is included among the Named Plaintiffs only and solely in his capacity as the court-appointed trustee *ad Litem* of trust or custodial accounts for each of the Representative Plans), respectfully move the Court for an Order: (a) finally approving the Class Action Settlement Agreement; (b) finally certifying the four subclasses for settlement purposes and appointing Co-Lead Class Counsel; and (c) approving the Plan of Allocation.

This motion is based on Plaintiffs' Memorandum in Support of Co-Lead Class Counsels' Motion for Award of Attorneys' Fees and Expenses and Named Plaintiff Case Contribution Awards; the Declaration of Derek W. Loeser in Support of Plaintiffs' Motion for Final Approval of Class Action Settlement Agreement, for Settlement Subclass Certification, And for Approval

of Plan of Allocation, and Co-Lead Class Counsel's Motion for Award of Attorneys' Fees and Expenses and Named Plaintiff Case Contribution Awards and Exhibit nos. 1 through 16 thereto, the Declaration of Margaret E. Wetherald and Exhibit nos. 1 through 4 thereto, and the Declaration of Jennifer M. Keough Regarding Notice Dissemination and Publication and Exhibit nos. A through E thereto. Plaintiffs also submit the [Proposed] Final Approval Order and Judgment and Appendix A thereto.

Respectfully submitted this 23rd day of September, 2014.

Respectfully Submitted,

/s/Margaret E. Wetherald

Lynn L. Sarko

Derek W. Loeser

Margaret E. Wetherald

Matthew M. Gerend

KELLER ROHRBACK L.L.P

1201 Third Avenue, Suite 3200

Seattle, WA 98101-3052

Tel.: (206) 623-1900

Fax: (206) 623-3384

Email: lsarko@kellerrohrback.com

dloeser@kellerrohrback.com

mwetherald@kellerrohrback.com

mgerend@kellerrohrback.com

Co-Lead Counsel for the Sub-Classes and Co-Counsel for Plaintiffs Harrison, C. Smith and J. Smith

Ellen M. Doyle
Pamina Ewing
Stephen M. Pincus
Edward J. Feinstein
FEINSTEIN DOYLE PAYNE & KRAVEC, LLC
1705 Allegheny Building
429 Forbes Avenue
Pittsburgh, PA 15219
Tel: (412) 281-8400
Fax: (412) 281-1007
Email: edoyle@fdpklaw.com
pewing@fdpklaw.com
spincus@fdpklaw.com
efeinstein@fdpklaw.com

Co-Lead Counsel for the Sub-Classes and Co-Counsel for Plaintiffs Hamby and Jackson

Jeffrey Harris
Brian Giles
STATMAN, HARRIS & EYRICH, LLC
441 Vine Street
3700 Carew Tower
Cincinnati, OH 45202
Tel: (513) 621-2666
Fax: (512) 345-8289
Email: jharris@statmanharris.com
bgiles@statmanharris.com

Co-Counsel for Plaintiffs Harrison and Smith

Jon C. Goldfarb
WIGGINS CHILDS QUINN PANTAZIS FISHER
& GOLDFARB, LLC
The Kress Building
301 19th Street N
Birmingham, AL 35203
Tel.: (205) 314-0500
Fax: (205) 254-1500
Email: jgoldfarb@wigginschilds.com

Co-Counsel for Plaintiffs Hamby and Jackson

Joseph H. Meltzer

Edward W. Ciolko
Joseph A. Weeden
KESSLER TOPAZ MELTZER & CHECK, LLP
280 King of Prussia Road
Radnor, PA 19087
Tel: (610) 667-7706
Fax: (610) 667-7056
Email: jmeltzer@ktmc.com
ecioko@ktmc.com

Co-Counsel for Plaintiff Williams

Peter H. Burke
BURKE HARVEY LLC
2151 Highland Ave. S., Suite 120
Birmingham, AL 35205
Tel.: (205) 930-0991
Email: pburke@burkeharvey.com

Co-Counsel for Plaintiff Shamblin

Gregory Porter
BAILEY & GLASSER LLP
910 17th Street NW, Suite 800
Washington, DC 20006
Tel: (202) 543-0226
Fax: (202) 463-2103
Email: gporter@baileyglasser.com

Brian McTigue
MCTIGUE LAW LLP
4530 Wisconsin Avenue NW, Suite 300
Washington, DC 20016
Tel: (202) 364-6900
Fax: (202) 364-9960
Email: bmctique@mctiguelaw.com

Co-Counsel for Plaintiff Shamblin

Garrett W. Wotkins
SCHNEIDER WALLACE COTTRELL
KONECKY WOTKYNs, LLP
180 Montgomery Street, Suite 2000
San Francisco, CA 94104-4207

Phone: (415) 421-7100

Fax: (415) 421-7105

Email: gwotkyns@schneiderwallace.com

Co-Counsel for Plaintiff Shamblin

CERTIFICATE OF SERVICE

I hereby certify that I have on September 23, 2014 filed

**PLAINTIFFS' MEMORANDUM IN SUPPORT OF MOTION FOR FINAL APPROVAL
OF CLASS ACTION SETTLEMENT AGREEMENT, SETTLEMENT SUBCLASS
CERTIFICATION AND APPROVAL OF PLAN OF ALLOCATION**

**electronically with the Clerk of Court, which will send notification of such filing to
counsel in this matter.**

W. Brantley Phillips
bphillips@bassberry.com

Matthew M. Curley
mcurley@bassberry.com

Michael A. Brady
mbrady@bassberry.com

Wendee M. Hiderbrand
whilderbrand@bassberry.com

Michael Prame
mprame@groom.com

Sarah A. Zumwalt
szumwalt@groom.com

Thomas F. Fitzgerald
tff@groom.com

Richard Davis
rdavis@maynardcooper.com

William B. Wahlheim
wwahlheim@maynardcooper.com

Peter S. Fruin
pfruin@maynardcooper.com

John David Collins
jcollins@maynardcooper.com

Robert E. Craddock, Jr.
rcraddock@wyattfirm.com

Scott S. Brown
sbrown@maynardcooper.com

Thomas S. Gigot
tgigot@groom.com

/s/Margaret E. Wetherald
Margaret E. Wetherald